

FOLEY & LARDNER LLP

Victor A. Vilaplana (*admitted pro hac vice*)

Jeffrey A. Soble (*admitted pro hac vice*)

Matthew J. Riopelle (*admitted pro hac vice*)

402 West Broadway, Suite 2100

San Diego, CA 92101

Telephone: (619) 234-6655

Facsimile: (619) 234-3510

Attorneys for Toyota Motor Corporation

**UNITED STATES BANKRUPTCY COURT
THE SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re:	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	(Jointly Administered)
Debtors	:	
	:	
-----X		

**SECOND LIMITED WITHDRAWAL OF LIMITED AND SUPPLEMENTAL
OBJECTIONS OF TOYOTA MOTOR CORPORATION TO ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND CURE AMOUNTS
RELATED THERETO**

Toyota Motor Corporation (“TMC”), by its attorneys Foley & Lardner LLP, hereby submits this second limited withdrawal of its limited and supplemental objections to the Debtors’ notices of assumption and assignment of certain executory contracts and the Debtors’ proposed cure amounts related thereto (“Limited Withdrawal of Objections”). In support of its Limited Withdrawal of Objections, TMC states as follows:

1. On or about June 5, 2009, the Debtors disseminated to various contract counterparties a Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Real Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto (the “Assumption and Assignment Notice”), in

which the Debtors designated certain agreements between the Debtors and suppliers that may be assumed and assigned to Vehicle Acquisition Holdings LLC (“New GM”).

2. On or about June 15, 2009, Motors Liquidation Company (“MLC”) sent second Notices of (I) Debtors’ Intent to Assume and Assign Certain Additional Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto (the “June 15 Notices”), in which the Debtors designated a second set of certain agreements between TMC and the Debtors that may be assumed and assigned to New GM.

3. On or about June 19, 2009, TMC filed a Limited Objection to the Assumption and Assignment Notice (the “First Limited Objection”).

4. On or about June 25, 2009, TMC filed a Supplemental Objection to the First Limited Objection (the “Supplemental Limited Objection”).

5. On or about June 25, 2009, TMC filed a Limited Objection to the June 15 Notices (the “Second Limited Objection” together with the First Limited Objection and the Supplemental Limited Objection, the “Objections”).

6. On or about January 12, 2010, TMC filed a limited withdrawal of the objections permitting the assumption and assignments of certain contracts (“First Limited Withdrawal”).

7. Since filing the Objections and the First Limited Withdrawal, TMC has worked with New GM to identify additional contracts which the parties desire to have assumed and assigned to New GM. New GM has identified certain additional contracts which it would like to have assumed and assigned (“Additional Assumed Contracts”). The Additional Assumed Contracts are reflected on Exhibit A attached hereto.

8. With the exception of the First Limited Withdrawal, TMC's Objections remain on file with the Bankruptcy Court and have not been withdrawn.

9. TMC hereby withdraws its Objections to the assumption and assignment of the Additional Assumed Contracts and only the Additional Assumed Contracts.

Dated: April 13, 2011

FOLEY & LARDNER LLP

/s/ Matthew J. Riopelle

Victor A. Vilaplana (*admitted pro hac vice*)

Jeffrey A. Soble (*admitted pro hac vice*)

Matthew J. Riopelle (*admitted pro hac vice*)

402 West Broadway, Suite 2100

San Diego, CA 92101

Telephone: (619) 234-6655

Facsimile: (619) 234-3510

Attorneys for Toyota Motor Corporation

EXHIBIT “A”

Contract Date	VendMastID	Toyota Party Name	GM Party Name	Contract Name
12/2/2003	5716-01056383	Toyota Jidosha Kabushiki Kaisha	General Motors Corporation	Trademark Consent Agreement
6/23/1999	5716-01056384	Toyota Jidosha Kabushiki Kaisha	General Motors Corporation	Trademark Agreement
3/6/2002	5716-01056385	Toyota Motor Corporation	General Motors Corporation	Trademark Agreement
3/6/2002	5716-01056386	Toyota Motor Corporation	Saturn Corporation	Trademark Agreement

FOLEY & LARDNER LLP
Victor A. Vilaplana (*admitted pro hac vice*)
Matthew J. Riopelle (*admitted pro hac vice*)
402 West Broadway, Suite 2100
San Diego, CA 92101
Telephone: (619) 234-6655
Facsimile: (619) 234-3510

FOLEY & LARDNER LLP
Jeffrey A. Soble (*admitted pro hac vice*)
321 North Clark Street, Suite 2800
Chicago, IL 60654-5313
Telephone: (312) 832-4500
Facsimile: (312) 832-4700

Attorneys for Toyota Motor Corporation

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	: Chapter 11
	: :
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	: Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	: :
	: (Jointly Administered)
Debtors	: :
	: :
-----X	

AFFIDAVIT OF SERVICE

STATE OF CALIFORNIA)
)
COUNTY OF SAN DIEGO)

I, Raechelle Hurst, being duly sworn depose and state:

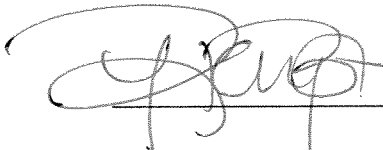
1. I am employed by Foley & Lardner LLP, attorneys for Toyota Motor Corporation in the above-captioned Chapter 11 case. Our business address is 402 W. Broadway, Suite 2100; San Diego, CA 92101.

2. On April 15, 2011, I caused service of the following document filed in the above-captioned case to be effected on the parties listed on **Exhibit A** by Court's ECF Notice and electronic mail: **Withdrawal of Toyota Motor Corporation's reservation of rights and Opposition to motion of Debtors for entry of an order estimating maximum amount of certain claims for purposes of establishing claims reserves under the debtors' amended joint chapter 11 plan**

3. On April 15, 2011, I caused service of the documents listed above to be effected on the parties as noted on **Exhibit B** via electronic mail and first class, postage prepaid by depositing same in a mail box maintained by the U.S. Postal Service.

I declare under penalty of perjury under the laws of the United States of America that the following is true and correct.

Dated: April 15, 2011



Raechelle Hurst

Subscribed and sworn to before me
this 15th day of April, 2011



Marcia Jahelka

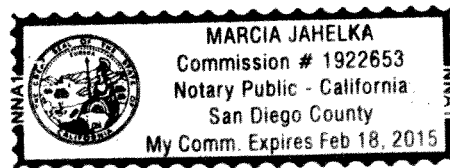


EXHIBIT "A"
Via Court's ECF Notice and Email

<p>Attorneys for Debtor</p> <p>Harvey R. Miller, Esq. Stephen Karotkin, Esq. Joseph H. Smolinsky, Esq. Weil Gotshal & Manges LLP 767 Fifth Ave New York, NY 10153 harvey.miller@weil.com stephen.karotkin@weil.com joseph.smolinsky@weil.com</p>	<p>Attorneys for the US Department of Treasury</p> <p>John J. Rapisardi, Esq. Cadwalader, Wickersham & Taft, LLP One World Financial Center New York, NY 10281 john.rapisardi@cwtt.com</p>
<p>Attorneys for Export Development Canada</p> <p>Michael J. Edelman, Esq. Michael L. Schein, Esq. Vedder Price, P.C. 1633 Broadway, 47th Floor New York, NY 10019 MJEdelman@vedderprice.com MSchein@vedderprice.com</p>	<p>Attorneys for Statutory Committee of Unsecured Creditors</p> <p>Thomas Moers Mayer, Esq. Amy Caton, Esq. Lauren Macksoud, Esq. Jennifer Sharret, Esq. Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10036 acaton@kramerlevin.com tmayer@kramerlevin.com rschmidt@kramerlevin.com lmacksoud@kramerlevin.com jsharret@kramerlevin.com</p>
<p>Attorneys for the Official Committee of Unsecured Creditors Holding Asbestos Related Claims</p> <p>Elihu Inselbuch Rita C. Tobin Caplin & Drysdale 375 Park Ave., 35th Floor New York, NY 10152-3500 ei@capdale.com rct@capdale.com</p>	<p>Attorneys for the Official Committee of Unsecured Creditors Holding Asbestos Related Claims</p> <p>Trevor W. Swett II Caplin & Dysdale One Thomas Circle, N.W., Suite 1100 Washington, D.C. 2005 twsw@capdale.com</p>

Attorneys for Dean M. Trafelet (Future Claimants'
Representative)

Sander L. Esserman, Esq.
Robert T. Brousseau, Esq.
Stutzman, Bromberg, Esserman & Plifka
2323 Bryan Street, Suite 2200
Dallas, TX 75201
brousseau@sbep-law.com
esserman@sbep-law.com

EXHIBIT "B"
Via Email and First Class Mail

The Debtors c/o Motors Liquidation Company Attn: Ted Stenger 401 S. Old Woodward Ave., Suite 370 Birmingham, MI 48009 TStenger@alixpartners.com	General Motors, LLC Joseph Sgroi, Esq. Honigman Miller Schwartz and Cohn LLP 660 Woodward Avenue 2290 First National Building Detroit, MI 48226-3506 jsgroi@honigman.com
General Motors, LLC Attn: Lawrence S. Buonomo, Esq. 300 Renaissance Center Detroit, Michigan 48265 lawrence.s.buonomo@gm.com	Office of the US Trustee for the Southern District of New York Tracy Hope Davis, Esq. 33 Whitehall Street, 21 st Floor New York, NY 10004 ustrustee.program@usdoj.gov
U.S. Attorneys Office SDNY David S. Jones, Esq. Natalie Kuehler, Esq. 86 Chambers Street, 3 rd Fl. New York, NY 10007 david.jones6@usdoj.gov natalie.kuehler@usdoj.gov	United States Department of the Treasury Joseph Samarias, Esq. 1500 Pennsylvania Avenue NW, Room 2312 Washington, DC 20220 JOSEPH.SAMARIAS@DO.TREAS.GOV